

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., et al. : 08-13555 (JMP)
Debtors. : (Jointly Administered)
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**ORDER GRANTING APPLICATION OF
THE DEBTORS PURSUANT TO § 327(e) AND § 328(a) OF THE
BANKRUPTCY CODE FOR AUTHORIZATION TO EMPLOY, *NUNC PRO TUNC*,
McKEE NELSON LLP AS SPECIAL TAX COUNSEL**

Upon consideration of the Application of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in the above-referenced chapter 11 cases (together, the “Debtors”), pursuant to § 327(e) and § 328(a) of the Bankruptcy Code for Authorization to Employ, *Nunc Pro Tunc*, McKee Nelson LLP as Special Tax Counsel (the “Application”); and upon the declaration of Rajiv Madan, Esq. (the “Madan Declaration”), which is annexed to the Application; and the Court being satisfied, based on the representations made in the Application and the Madan Declaration, that McKee Nelson LLP (“McKee” or the “Firm”) represents no interest adverse to the Debtors or the Debtors’ estates with respect to the matters upon which it is to be engaged, under section 327 of the Bankruptcy Code as modified by section 1107(b); and the Court being satisfied, based on the representations made in the Application and the Madan Declaration, that the employment of McKee is necessary and would be in the best interests of the Debtors and their estates; and it appearing that the Court has jurisdiction to consider the Application; and it appearing that due notice of the Application has been given and no further notice need be given; and upon the proceedings before the Court; and good and sufficient cause appearing; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is approved; and it is further

ORDERED that, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain McKee as special tax counsel to the Debtors, effective as of the Commencement Date, for the matters identified in the Application in accordance with McKee's normal rates in effect from time to time and its disbursement policies; and it is further

ORDERED that McKee shall be compensated in accordance with the substantive standards set forth in section 328(a) of the Bankruptcy Code and shall file applications in compliance with the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure, local rules of the Court and such other procedures as may be fixed by order of this Court, including but not limited to the Court's Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals; and it is further

ORDERED that, notwithstanding anything in this Order to the contrary, the United States Trustee shall have the right to object to McKee's interim and final fee applications (including expense reimbursements) on grounds that such applications do not meet the reasonableness standard provided for in section 330 of the Bankruptcy Code.

Dated: New York, New York
November 5, 2008

s/ James M. Peck
HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE